

**Monterrey, N.L., as of July 25<sup>th</sup>, 2016.**

With respect to the First Notice regarding Grupo Financiero Banorte, S.A.B. de C.V.'s ("GFNorte") Extraordinary and Ordinary General Shareholders' Meetings to be held on August 19<sup>th</sup>, 2016, shareholders are informed of the following for the Meetings' agenda:

**EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

**I. Proposal, discussion, and if the case, approval of the amendment to the Corporate Bylaws.**

The Board of Directors in its session on July 21<sup>st</sup>, 2016 approved to propose to the Shareholders' Meeting the amendment to the Company's Corporate Bylaws.

**First.-** It is proposed to amend Article Five of the Corporate Bylaws aiming to change the corporate domicile to the Municipality of San Pedro Garza García, Nuevo León from the city of Monterrey, Nuevo León.

*Chapter One, Article Five.- Domicile*

Formerly:

"Its corporate domicile is the city of Monterrey, Nuevo León, and it may establish offices elsewhere in the Mexican Republic or abroad, in the latter case the authorization of the Ministry of Finance and Public Credit shall be required. The Company may state contractual domiciles, without its corporate domicile being deemed as changed."

Proposal:

"The Company's corporate domicile is the Municipality of San Pedro Garza García, Nuevo León, México and it may establish offices elsewhere in the Mexican Republic or abroad, in the latter case the authorization of the Ministry of Finance and Public Credit shall be required. The Company may state contractual domiciles, without its corporate domicile being deemed as changed."

**Second.-** It is proposed to amend Article Nineteen of the Corporate Bylaws aiming that the approval of operations implying asset acquisitions by the Company or its controlled companies be through an Ordinary General Shareholders' Meeting if: (i) the amount of the operation represents 5% or more of the Company's consolidated assets; and (ii) the counterparties are Related Parties.

*Chapter Three, Article Nineteen.- General Meetings*

Formerly:

"The General Shareholders Meeting is the highest body of the Company and it may resolve, revoke and ratify all acts and operations thereof."

General Meetings shall be ordinary and extraordinary and both of them shall be held at any time they are called at the corporate domicile. Shareholders Meetings shall be ruled as follows:

I. The General Ordinary Shareholders Meeting shall be held at least once a year, after the next preceding fiscal year shall have elapsed, at the corporate domicile, on the date it is called, pursuant to the applicable legal provisions. The General Ordinary Shareholders Meeting held by virtue of the closing of the fiscal year shall hear, pursuant to the applicable regulations, the following:

(a) any annual reports on activities corresponding to the Corporate Practices and Audit Committees;

(b) the report prepared by the Managing Director pursuant to the provisions of Article 39, section IV of the Law to Regulate Financial Groups;

(c) the opinion of the Board of Directors on the contents of the annual report of the Managing Director;

(d) the report referred to in Article 172 of the General Law of Business Corporations containing, stating and explaining the main accounting and information policies and criteria followed in the preparation of the financial information;

(e) the report of the Board of Directors on the operations and activities where it shall have participated, as provided by the Law to Regulate Financial Groups;

(f) the election, removal or substitution of the members that shall comprise the Board of Directors and the rating of their independence;

(g) the designation and/or removal from their position of the Chairmen of the committees who exercise corporate practices and audit functions;

(h) the determination of the compensations, both of the Directors and of the Chairmen of the abovementioned committees;

(i) in addition to the above provisions and the provisions of the General Law of Business Corporations, the General Ordinary Shareholders Meeting shall meet to approve the acts intended to be performed by the Company, the Financial Entities and Subholding Companies that comprise the Financial Group, within one fiscal year, when they represent twenty percent or more of the consolidated assets of the Financial Group based on figures corresponding to the closing of the next preceding quarter, notwithstanding the form in which they are executed, whether simultaneously or successive, but which may be considered as a single act by virtue of its characteristics.

(j) the determination of the maximum amount of funds that may be earmarked to the purchase of its own shares or credit instruments representing such shares, provided only that the sum of the funds that may be earmarked to such purposes shall not exceed in any case the total balance of the net profits of the Company, including those which are withheld; and

(k) any other affairs of its competence pursuant to Article 180 of the General Law of Business Corporations and these Corporate Bylaws or the applicable regulations.

II. General Extraordinary Meetings shall have competence to:

(a) approve Articles that establish measures tending to prevent the acquisition of shares that grant control of the Company by third parties or the shareholders themselves, either directly or indirectly, and subject to the provisions of Article 64 of the Law to Regulate Financial Groups;

(b) approve the maximum amount of capital increases and the conditions in which the corresponding issuances of unsubscribed shares must be made;

(c) approve the cancellation of the filing of the shares in the National Securities Registry; and

(d) those stated in Article 182 of the General Law of Business Corporations and the applicable regulations and these Corporate Bylaws.”

Proposal:

“The General Shareholders Meeting is the highest body of the Company and it may resolve, revoke and ratify all acts and operations thereof.

General Meetings shall be ordinary and extraordinary and both of them shall be held at any time they are called at the corporate domicile. Shareholders Meetings shall be ruled as follows:

I. The General Ordinary Shareholders Meeting shall be held at least once a year, after the next preceding fiscal year shall have elapsed, at the corporate domicile, on the date it is called, pursuant to the applicable legal provisions. The General Ordinary Shareholders Meeting held by virtue of the closing of the fiscal year shall hear, pursuant to the applicable regulations, the following:

(a) any annual reports on activities corresponding to the Corporate Practices and Audit Committees;

(b) the report prepared by the Managing Director pursuant to the provisions of Article 39, section IV of the Law to Regulate Financial Groups;

(c) the opinion of the Board of Directors on the contents of the annual report of the Managing Director;

(d) the report referred to in Article 172 of the General Law of Business Corporations containing, stating and explaining the main accounting and information policies and criteria followed in the preparation of the financial information;

(e) the report of the Board of Directors on the operations and activities where it shall have participated, as provided by the Law to Regulate Financial Groups;

- (f) the election, removal or substitution of the members that shall comprise the Board of Directors and the rating of their independence;
- (g) the designation and/or removal from their position of the Chairmen of the committees who exercise corporate practices and audit functions;
- (h) the determination of the compensations, both of the Directors and of the Chairmen of the abovementioned committees;
- (i) in addition to the above provisions and the provisions of the General Law of Business Corporations, the General Ordinary Shareholders Meeting shall meet to approve the acts intended to be performed by the Company, the Financial Entities and Subholding Companies that comprise the Financial Group, within one fiscal year, when they represent twenty percent or more of the consolidated assets of the Financial Group based on figures corresponding to the closing of the next preceding quarter, notwithstanding the form in which they are executed, whether simultaneously or successive, but which may be considered as a single act by virtue of its characteristics.

Notwithstanding the aforementioned in the former paragraph, the Ordinary General Shareholders' Meeting will meet periodically, as convened or necessary, to discuss and, if the case, approve any Relevant Asset Acquisition that the Company, its Subholding, the Financial Entities comprising the Financial Group or societies controlled by the latter, are intended to do.

For purposes of the immediate former paragraph, a "Relevant Asset Acquisition" is any operation or operations that are exercised simultaneously or successively involving asset acquisition by the Company or companies it controls whether direct or indirectly, in a fiscal year term: (i) the amount of the operation represents, based on figures corresponding to the end of the immediate prior quarter, an amount equal or above five percent of the Company's consolidated assets; and (ii) the counterparties are Related Parties (as such term is determined in the Securities market Law).

- (j) the determination of the maximum amount of funds that may be earmarked to the purchase of its own shares or credit instruments representing such shares, provided only that the sum of the funds that may be earmarked to such purposes shall not exceed in any case the total balance of the net profits of the Company, including those which are withheld; and
- (k) any other affairs of its competence pursuant to Article 180 of the General Law of Business Corporations and these Corporate Bylaws or the applicable regulations.

II. General Extraordinary Meetings shall have competence to:

- (a) approve Articles that establish measures tending to prevent the acquisition of shares that grant control of the Company by third parties or the shareholders themselves, either directly or indirectly, and subject to the provisions of Article 64 of the Law to Regulate Financial Groups;

- (b) approve the maximum amount of capital increases and the conditions in which the corresponding issuances of unsubscribed shares must be made;
- (c) approve the cancellation of the filing of the shares in the National Securities Registry; and
- (d) those stated in Article 182 of the General Law of Business Corporations and the applicable regulations and these Corporate Bylaws.”

**Third.-** It is proposed to amend Article Forty-Four of the Corporate Bylaws, so that the Nomination Committee be comprised of 7 members of the Board of Directors, being 4 of them Independent Members and the Chairman of the Board, who will preside the Nomination Committee.

*Chapter Five, Article Forty- Four.- Nomination Committee*

Formerly:

“The Nomination Committee shall be designated by the Shareholders Meeting or by the Board of Directors, shall be comprised of three members, who shall be members of the Board of Directors and shall hold office for one year, with the possibility of reelection.

The Nominations Committee shall hold office at least once a year or whenever it is called by its Chairman and shall have the following purposes:

- i) Propose to the Shareholders Meeting the persons who shall comprise the Board of Directors of the Company, the financial entities or, if any, the Subholding Companies;
- ii) Issue its opinion on the persons who shall hold the positions of Managing Director of the Company, the financial entities and, if any, the Subholding Companies, without prejudice to the authorities corresponding to the Audit and Corporate Practices Committee upon the terms of section III, subparagraph d) of Article Thirty-Three of these Corporate Bylaws;
- iii) Propose to the Shareholders Meeting or the Board of Directors any compensations that shall correspond to the members of such Board of Directors and of the Committees of the Company, of the financial entities and, if any, of the Subholding Companies; and
- iv) Propose to the Shareholders Meeting or the Board of Directors the removal of the members of the Board of Directors of the Company, of the financial entities and, if any, of the Subholding Companies.”

Proposal:

“The Nomination Committee shall be designated by the Board of Directors, shall be comprised of seven members, who shall be members of the Board of Directors, of which, four shall be Independent and the Chairman of the Board who will preside the Committee.

The Nominations Committee shall hold office at least once a year or whenever it is called by its Chairman and shall have the following purposes:

- i) Propose to the Shareholders Meeting the persons who shall comprise the Board of Directors of the Company, the financial entities or, if any, the Subholding Companies;
- ii) Issue its opinion on the persons who shall hold the positions of Managing Director of the Company, the financial entities and, if any, the Subholding Companies, without prejudice to the authorities corresponding to the Audit and Corporate Practices Committee upon the terms of section III, subparagraph d) of Article Thirty-Three of these Corporate Bylaws;
- iii) Propose to the Shareholders Meeting or the Board of Directors any compensations that shall correspond to the members of such Board of Directors and of the Committees of the Company, of the financial entities and, if any, of the Subholding Companies; and
- iv) Propose to the Shareholders Meeting or the Board of Directors the removal of the members of the Board of Directors of the Company, of the financial entities and, if any, of the Subholding Companies.”

The operation and functioning of the Nomination Committee will be subject to the policies and guidelines approved by the Company's Board of Directors.”

**Fourth.-** Resolutions in the first point of the agenda are subject to the suspense consistent condition by which the authorization referred to in article 20 of the Law Regulating Financial Groups by the Public Ministry is granted, prior opinion of the National Banking and Securities Commission and Banco de México, in the understanding that designated Delegates in this Assembly may adjust or modify such resolutions as stated by the authorities previously mentioned.

**II. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.**

**ORDINARY GENERAL SHAREHOLDERS' MEETING**

**I. Discussion, and if the case, approval of a proposed cash dividend payment.**

**First.-** It is proposed to modify the First Resolution of the Ordinary General Shareholders' Meeting held on June 28<sup>th</sup>, 2016, in order to make an advanced payment on August 31<sup>st</sup>, 2016 of the dividend that would be disbursed on October 31<sup>st</sup>, 2016 amounting to Ps 0.45750654921773000 per share, against delivery of coupon 4. This dividend is the fourth and last disbursement equivalent to the 30% of the net profits of 2014, derived from the Fiscal Net Income as of December 31<sup>st</sup>, 2013.

**Second.-** It is proposed that the fourth and last disbursement of the dividend of 2014 be paid on August 31<sup>st</sup>, 2016 through S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V. (Institution for the Securities' Deposit), with previous notice published by the Secretary of the Board of Directors in one of the most circulated newspapers in the city of Monterrey, Nuevo León and through the Electronic Delivery and Information Diffusion System “Sistema Electrónico de Envío y Difusión de Información” (SEDI) of the Mexican Stock Exchange.

**Third.-** It is proposed to distribute a cash dividend of Ps 3,421'543,968.23 (three billion, four hundred and twenty-one million, five hundred and forty-three thousand, nine hundred and sixty-eight pesos 23/100) or Ps 1.233553556868510 per share, against delivery of coupon 5.

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This payment corresponds to the first of two disbursements of the dividend approved by the Group's Board of Directors last July 21<sup>st</sup>, 2016 and represents 40% of the net profits of 2015, derived from the Fiscal Net Income as of December 31<sup>st</sup>, 2013.

**Fourth.-** It is proposed that the first disbursement of the dividend of 2015 be paid on August 31<sup>st</sup>, 2016 through S.D. Indeval, Institución para el Depósito de Valores, S.A. de C.V. (Institution for the Securities' Deposit), with previous notice published by the Secretary of the Board of Directors in one of the most circulated newspapers in the city of Monterrey, Nuevo León and through the Electronic Delivery and Information Diffusion System "Sistema Electrónico de Envío y Difusión de Información" (SEDI) of the Mexican Stock Exchange.

**Fifth.-** It is proposed that the second disbursement of the dividend of 2015 be paid in May 2017, according to Shareholders' Assemblies approval.

**II. Designation of delegate(s) to formalize and execute the resolutions passed by the Assembly.**